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Attorneys for Defendants
MEDZED, LLC

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

MARK JOHN SANTOS,
individually, and on behalf of the
general public similarly situated,

Plaintiff,

v.

MEDZED, LLC, a Georgia limited
liability company; MEDZED
PHYSICIAN SERVICES, INC., a
California corporation; and DOES 1
through 100 inclusive,

Defendants.

Case No.: 2:22-CV-04146

**DECLARATION OF SCOTT
SCHNELL IN SUPPORT OF
DEFENDANT MEDZED, LLC'S
RESPONSE TO ORDER TO SHOW
CAUSE WHY COURT SHOULD NOT
DECLINE TO EXERCISE
JURISDICTION UNDER 28 U.S.C. §§
1332(D)(3) OR 1332(D)(4)**

DECLARATION OF SCOTT SCHNELL

I, Scott Schnell, declare:

1. I am currently the Chief Executive Officer of MedZed, LLC (“MedZed”) and the Assistant Treasurer of MedZed Physician Services, Inc. (“MPS”). I have personal knowledge of the facts stated herein and, if called upon as a witness in this matter, I could and would competently testify regarding those facts set forth herein. I make this declaration in support of MedZed, LLC’s (“MedZed”) Response to Order to Show Cause Why the Court Should Not Decline to Exercise Jurisdiction under 28 U.S.C. §§ 1332(D)(3) or 1332(D)(4).

2. In my role, I have access to and regularly refer to MedZed’s corporate and business records, as well as MPS’ corporate and business records.

3. MedZed is a Georgia limited liability company. MPS is a California professional corporation, formed for the purpose of “engag[ing] in the profession of medicine,” as reflected in MPS’ Articles of Incorporation, a true and correct copy of which is attached hereto as **Exhibit A**.

4. MedZed is party to a Management Services Agreement with MPS. Pursuant to the Agreement, MPS “engages physicians and other licensed health professionals to provide clinical health services, including the provision of health services to patients in their place of residence or care” and MedZed engages “in the business of providing management services to providers.”

5. Based upon my personal knowledge, and based upon my review of MPS’ payroll records, I know that from 2018 to present MPS has only employed eight (8) physicians—none of whom fall within the proposed class of non-exempt employees. Each of these physicians are classified as exempt under the Fair Labor Standards Act.

I declare under penalty of perjury and under the laws of the United States of America and State of California that the foregoing is true and correct.

1 Executed on June 30, 2022, at Atlanta, Georgia.

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3 DocuSigned by:

4 *Scott Schnell*

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6 Scott Schnell

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12 Holland & Knight LLP
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EXHIBIT "A"

A0790532

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 CERTIFICATE OF AMENDMENT OF
 ARTICLES OF INCORPORATION
 OF
 MOXXI HEALTH, P.C.

FILED
 Secretary of State
 State of California
 NOV 03 2016

The undersigned certifies that:

1. I am the President and Secretary of MOXXI HEALTH, P.C., a California professional medical corporation.
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:


The name of this corporation is


MedZed Physician Services, Inc.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902, California Corporations Code. The total number of outstanding shares of the corporation is 10. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50%.

I further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

DATE: October 31, 2016


 Neil A. Solomon, M.D.
 President


 Neil A. Solomon, M.D.
 Secretary

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ARTICLES OF INCORPORATION

OF

MOXXI HEALTH, P.C.

FILED
SECRETARY OF STATE
STATE OF CALIFORNIA

OCT 13 2015

ARTICLE I

The name of the corporation is: Moxxi Health, P.C.

ARTICLE II

The purpose of the corporation is to engage in the profession of medicine, and any other lawful activities (other than the banking or trust company business) not prohibited to a corporation engaging in such profession by applicable laws and regulations.

ARTICLE III

This corporation is a professional corporation within the meaning of Section 13400 et seq. of the California Corporations Code.

ARTICLE IV

The name and complete business address in the State of California of the corporation's initial agent for service of process are: CT Corporation System,

ARTICLE V

The initial street and mailing address of the corporation is: 345 Casitas Ave., San Francisco, California 94127.

ARTICLE VI

The corporation is authorized to issue only one class of shares which shall be designated "Common Stock," no par value. The total number of shares which the corporation is authorized to issue is One Hundred (100).

ARTICLE VII

(a) The liability of directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

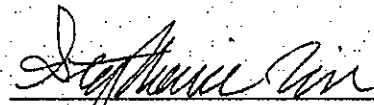
(b) The corporation is authorized to provide indemnification of agents (as defined in Section 317 of the California Corporations Code) through bylaw provisions,

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agreements with agents, vote of shareholders or disinterested directors, or otherwise, in excess of the indemnification otherwise permitted by Section 317 of the California Corporations Code, subject only to the applicable limits set forth in Sections 204 and 317 of the California Corporations Code with respect to actions for breach of duty to the corporation or its shareholders.

(c) Any amendment, repeal or modification of any provision of this Article VII, or the adoption of any provision of the Articles of Incorporation inconsistent with this Article VII, shall only be prospective and shall not adversely affect any rights or protection under this Article VI in effect at the time of such amendment, repeal or modification.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on October 2, 2015.


Stephanie Levin, Incorporator